

**HELM-PACIFIC LEASING**  
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

December 29, 1993

RECORDATION NO. 17439 E FILED 1993

JAN 3 - 1994 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

RE: First Amended and Restated Lease of Railroad Equipment dated as of November 21, 1990, as amended ("**Lease**"), between Helm-Pacific Leasing and Tennsv, Inc.

Dear Ms. Lee:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of Amendment No. 5 dated as of November 22, 1993 to the Lease ("**Amendment No. 5**") between Helm-Pacific Leasing and Tennsv, Inc.

In connection with the recording of Amendment No. 5, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing,  
a Joint Venture

By: Helm Pacific Corporation,  
its Joint Venturer  
c/o Helm Financial Corporation  
One Embarcadero Center  
Suite 3500  
San Francisco, CA 94111

and

By: Union Pacific Venture Leasing  
Incorporated,  
its Joint Venturer  
1416 Dodge Street  
Omaha, NE 68179

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Interstate Commerce Commission  
December 29, 1993  
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Name and Address of Lessee: Tennsv, Inc.  
2500 S. Broadway, Suite 250  
Edmond, Oklahoma 73013

and

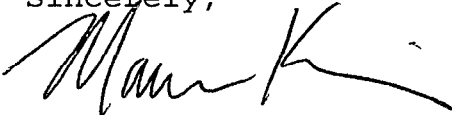
ECO EAST  
2500 S. Broadway, Suite 250  
Edmond, Oklahoma 73013

Equipment: Sixty (60) XL boxcars (See Annex A  
to the Lease for Car Numbers)

Previous ICC Filing: Lease filed on July 16, 1991,  
Recordation No. 17439.

Please file Amendment No. 5 under the next available recordation  
number. The filing fee of eighteen dollars (\$18.00) is enclosed.

Sincerely,



Maureen Krieg  
Contracts Administrator

mek  
Enclosures (2)

# Interstate Commerce Commission

Washington, D.C. 20423

1/6/94

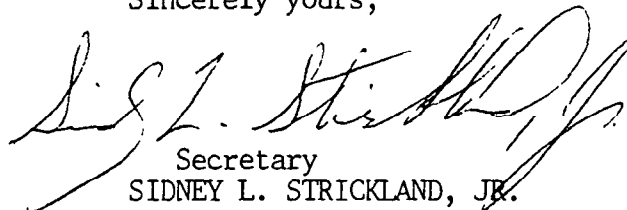
OFFICE OF THE SECRETARY

Maureen Krieg  
Contract Admin.  
Helm Pacific Leasing  
One Embarcadero Center  
San Francisco, CA. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/3/94 at 1:15pm, and assigned recordation number(s). 17439-E & 17710-F

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 17439-F FILED 123

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INTERSTATE COMMERCE COMMISSION

**DRAFT**

**AMENDMENT NO. 5**

**THIS AMENDMENT NO. 5** (the "**Amendment**") to the First Amended and Restated Lease of Railroad Equipment dated as of November 21, 1990, as amended (the "**Lease**"), between **HELM-PACIFIC LEASING** ("**Lessor**") and **TENNSV, INC.** ("**Lessee**") is made as of November 22, 1993 between Lessor and Lessee.

**R E C I T A L S :**

- A.** Lessor and Lessee are parties to the Lease pursuant to which sixty (60), 60 foot, 100-ton, XL boxcars bearing the reporting marks and numbers ECOX 100-159 (the "**Unit(s)**") were leased by Lessor to Lessee.
- B.** Lessor and Lessee desire to amend the Lease to include "**ECO EAST**" as a Lessee.

**NOW, THEREFORE,** in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1.** All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2.** Retroactive to the date of the remarking of the Units to ECOX, the Lessee shall be deemed to be "**TENNSV, INC. and ECO EAST, jointly and severally.**"
- 3.** Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 4.** This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

**DRAFT**

IN WITNESS THEREOF, each party, pursuant to due corporate authority, has caused this Amendment to be executed by its authorized representative, and each of the undersigned hereto declare that the foregoing is true and correct and was executed on the date indicated below its signature.

**LESSOR**

**HELM-PACIFIC LEASING**

By: Helm Pacific Corporation  
its Joint Venturer

By: DADR EDS  
Title: President  
Date: 12-6-93

By: Union Pacific Venture  
Leasing Incorporated  
its Joint Venturer

By: D. Chandra Harris  
Title: President - UPR  
Date: 12-1-93

**LESSEE**

**TENNSV, INC.**

By: [Signature]  
Title: President  
Date: 11/23/93

**ECO EAST**

By: Rona J. Simmons  
Title: President  
Date: 11/23/93

DRAFT

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On Dec. 6, 1993, before me, Andrea Drogoski,  
personally appeared David R. Eckles, President of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-

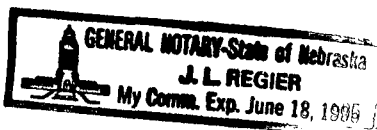
— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Andrea Drogoski  
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA           )  
  ) S  
COUNTY OF DOUGLAS        )

On this 1 day of December, 1993, before me personally appears D. Chandler Lewis, to me personally known, who being by me duly sworn says that he is a President of **UNION PACIFIC VENTURE LEASING INCORPORATED**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.



J. L. Regier  
Notary Public

My Commission Expires: June 18, 1995

[Notarial Seal]

DRAFT

STATE OF OKLAHOMA       )  
                                      ) §  
COUNTY OF OKLAHOMA    )

On this 23 day of November, 1993, before me personally appeared John O. Pitts, Sr., to me personally known, who, being by me duly sworn, says that he is President of **TENNSV, INC.**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Martha Wissler  
Notary Public

My Commission Expires: 1-11-96

[Notarial Seal]

STATE OF Oklahoma,  
COUNTY OF Oklahoma) §

On this 23 day of November, 1993, before me personally appeared Rona J. Simmons, to me personally known, who, being by me duly sworn, says that she is President of **ECO EAST**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Martha Wissler  
Notary Public

My Commission Expires: 1-11-96

[Notarial Seal]